

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

MERRY F. SHANE, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

V.

AMCORE FINANCIAL, INC., JOHN A.
HALBROOK, FREDERICK D. HAY, STEPHEN
S. ROGERS, JOHN W. GLEESON, WILLIAM R.
MCMANAMAN, JACK D. WARD, PAULA A.
BAUER, PAUL DONOVAN, TERESA
IGLESIAS-SOLOMON, JUDITH CARRÈ
SUTFIN, DONALD H. WILSON, and DOES 1-
20,

Defendants.

Civil Action No.: 3:10-cv-50089
(Consolidated with Civil Action No.
3:10-cv-50132)

[PROPOSED] ORDER APPOINTING INTERIM CLASS COUNSEL

WHEREAS, the above-captioned consolidated action alleges breaches of fiduciary duties by Amcore Financial, Inc. and its participating subsidiaries and affiliates (“Amcore” or the “Company”) and related ERISA fiduciaries, collectively, “Defendants,” on behalf of participants in, and beneficiaries of, the Amcore Financial Security Plan (the “Plan”), established as a benefit for the Company’s employees; and

WHEREAS, appointment of Interim Class Counsel is appropriate and consistent with the Federal Rules of Civil Procedure and the recommendations of the *Manual for Complex Litigation* (4th ed. 2004) and FED. R. CIV. P. 23(g);

NOW, THEREFORE, THE COURT ORDERS as follows:

I. APPOINTMENT OF INTERIM CLASS COUNSEL

The Court designates (1) Barroway Topaz Kessler Meltzer & Check, LLP to act as Interim Class Counsel for the Plaintiffs in this action and all subsequently filed, related actions consolidated herewith, with the responsibilities hereafter described.

Interim Class Counsel shall have the authority over the following matters on behalf of the Plaintiffs and the putative class in this action:

(a) directing, coordinating, and supervising the prosecution of Plaintiffs' claims in the action, including the drafting and filing of a Consolidated Class Action Complaint (the "Consolidated Complaint"), the briefing of any motion(s) to dismiss by any Defendant(s), as well as any class certification motion and any matters pertaining thereto;

(b) initiating and conducting discovery, including, without limitation, coordinating discovery with Defendants' counsel, preparing written interrogatories, requests for admissions, and requests for production of documents;

(c) directing and coordinating the examination of witnesses in depositions;

(d) retaining experts;

(e) communicating with the Court;

(f) communicating with Defendants' counsel; and

(g) conducting settlement negotiations.

No motion shall be initiated or filed on behalf of any Plaintiff in this action except through Interim Class Counsel.

Service of pleadings and other papers by Defendants shall be made only upon Barroway Topaz Kessler Meltzer & Check, LLP, who is authorized and directed to accept service on behalf of the Plaintiffs in this action and any plaintiff in later actions that may be consolidated herewith.

Barroway Topaz Kessler Meltzer & Check, LLP is appointed Interim Class Counsel for the putative plaintiff class(es) pursuant to Rule 23(g) of the Federal Rules of Civil Procedure in the above-captioned case.

II. APPOINTMENT OF INTERIM LIAISON CLASS COUNSEL

The Court also appoints Lasky & Rifkind, LTD as Interim Liaison Class Counsel for the putative plaintiff class pursuant to Rule 23(g) of the Federal Rules of Civil Procedure in the above-captioned consolidated action. Interim Liaison Class Counsel is charged with administrative matters such as receiving and distributing notices, orders, motions and briefs, and advising parties of developments in the case.

SO ORDERED, this ____ day of August, 2010

Honorable Frederick J. Kapala
United States District Judge